



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 13-123
Released: January 30, 2013

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF LICENSEES OF LIGHT TOWER HOLDINGS LLC TO LTS BUYER LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 13-7

Comments Due: February 13, 2013
Reply Comments Due: February 20, 2013

On January 8, 2013, Light Tower Holdings LLC (Light Tower) and LTS Buyer LLC (LTS Buyer) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to request to transfer control of the subsidiaries of Light Tower that hold domestic section 214 authorization to LTS Buyer.

Light Tower is a Delaware limited liability company that operates under the trade name, Lighttower Fiber Networks. Through its U.S.-based operating subsidiaries, Light Tower provides competitive telecommunications services to enterprise and carrier customers in multiple states.² Its subsidiaries are Light Tower Fiber LLC, Light Tower Fiber Long Island, LLC, Hudson Valley DataNet, LLC, Connecticut DataNet, LLC, New Jersey DataNet Telecom, LLC, Verosity Technology Partners, LLC, and Open Access Acquisition LLC (Licensees). LTS Buyer is an indirect wholly owned subsidiary of LTS Group Holdings LLC (LTS Holdings). Both are Delaware limited liability companies created for purposes of the proposed transaction. Applicants state that, upon consummation of the transaction, certain investment funds and entities affiliated with the following U.S. based entities will hold a direct or indirect 10 percent or greater ownership interest in LTS Holdings: Berkshire Partners LLC (44.2 percent

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed a supplement to their domestic section 214 application on January 25, 2013. Letter from Jean L. Kiddoo and Brett P. Ferencak, Counsel for Light Tower Holdings LLC, and Marc Rosenstein and Yaron Dori, Counsel for LTS Buyer, LLC, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 13-7 (filed Jan. 25, 2013) (Jan. 25 Supplement).

² Applicants state that these subsidiaries provide telecommunications services in Arizona, Connecticut, Illinois, Massachusetts, New Hampshire, New Jersey, New York, and Rhode Island. Applicants state that, in conjunction with the proposed transaction, LTS Buyer has entered into an agreement to acquire Yankee Metro Partners, LLC that provides competitive telecommunications services in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Vermont, Virginia, and Washington. Yankee Metro Partners, LLC and LTS Buyer LLC, Consolidated Application for Consent to Transfer of Control, WC Docket No. 13-8 (filed Jan. 8, 2012).

and will exercise voting control); ABRY Partners, LLC (11 percent); Pamlico Capital (10.1 percent), and HarbourVest Partners, LLC (11.9 percent).³ Applicants state that LTS Holdings will be managed by a seven member board of managers consisting of four members to be designated by Berkshire Partners LLC, one member to be designated by ABRY Partners, LLC, one member to be designated by Pamlico Capital, and Robert J. Shanahan, a U.S. citizen and the current chief executive of Light Tower. Applicants expect all members to be U.S. citizens. Applicants state that no other person or entity will hold a direct or indirect 10 percent or greater interest in LTS Holdings.⁴

Pursuant to the terms of the proposed transaction, LT Merger Sub LLC, a Delaware limited liability company and wholly owned subsidiary of LTS Buyer created solely for the proposed transaction, will merge with and into Light Tower with Light Tower surviving as a wholly owned subsidiary of LTS Buyer. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁵

Domestic Section 214 Application Filed for the Transfer of Control of Licensees of Light Tower Holdings LLC to LTS Buyer LLC, WC Docket No. 13-7 (filed Jan. 8, 2013).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before February 13, 2013**, and reply comments **on or before February 20, 2013**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁶ Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;

³ Applicants state that HarbourVest Partners, LLC and certain other beneficial holders of ownership interests in LTS Holdings (each of whose interest individually will constitute less than 10 percent of the total equity ownership of LTS Holdings) will either (i) grant irrevocable proxies to Berkshire Partners LLC or Pamlico Capital, or (ii) hold their interests through a co-investment vehicle controlled by Berkshire Partners LLC or Pamlico Capital. Applicants state that, consequently, Berkshire Partners LLC will control 62.1 percent of the voting interests of LTS Holdings, and Pamlico Capital will control 18.4 percent of the voting interests of LTS Holdings.

⁴ Applicants provided organization charts depicting the ownership and control of LTS Group Holdings, LLC, the ultimate parent of LTS Buyer. Jan. 25 Supplement at Att. 2. Applicants state that LTS Buyer is affiliated through its owners with several competitive telecommunications entities operating in multiple states. *Id.* at Att. 1.

⁵ 47 C.F.R. § 63.03(b)(2)(i).

⁶ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- 2) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@fcc.gov;
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Myrva Charles at (202) 418-1506 or Jodie May at (202) 418-0913.

- FCC -